

# FORM OF DIRECTION HISCOX LTD

Form of Direction for completion by Depository Interests Holders representing shares on a one-for-one basis in Hiscox Ltd in respect of the Extraordinary General Meeting to be held at the Elbow Beach Hotel, 60 South Shore Road, Paget PG 04, Bermuda at 12.45 pm (local time) and via video link at 1 Great St Helen's, London EC3A 6HX at 4.45 pm BST on Thursday, 16 May 2019, or as soon as possible after the Annual General Meeting convened for that day concludes.

## FORM OF DIRECTION HISCOX LTD – EXTRAORDINARY GENERAL MEETING

PLEASE COMPLETE IN BLOCK CAPITALS

I/We  of

being a holder of Depository Interests representing shares in Hiscox Ltd hereby instruct Wealth Nominees Limited (the 'Depository') to vote for me/us and on my/our behalf at the Extraordinary General Meeting of Hiscox Ltd to be held at 12.45 pm (local time, 4.45 pm (BST)) on Thursday, 16 May 2019, or as soon as possible after the Annual General Meeting convened for that day concludes, and at any adjournment thereof, as directed by an 'X' in the spaces below.

### RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

- |   | For                      | Against                  | Vote withheld            |
|---|--------------------------|--------------------------|--------------------------|
| 1. To approve the Scrip Dividend Scheme   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To authorise the Directors to capitalise sums in connection with the Scrip Dividend Scheme | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

**In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.**

### NOTES

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom not later than 72 hours before the time appointed for holding the meeting. Alternatively, Depository Interest holders can lodge their voting instructions via CREST Electronic Proxy Appointment Service.
2. Any alterations made to this Form of Direction should be initialled.
3. Please indicate how you wish your votes to be cast by placing an 'X' in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instruction. If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.
4. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
5. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' or 'Against' a resolution.
6. Depository Interests Holders wishing to attend the meeting should contact Wealth Nominees Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or by email to proxyvotes@equiniti.com, in order to request a letter of representation by no later than 4.45 pm (BST) on 13 May 2019.